

Exhibit D



March 3, 2004

Merit Capital Group, LLC
545 Madison Avenue
Suite 1600
New York, NY 10022
Attn: Al Salazar and Harvey Bloch

Re: *Merit Loan*

Gentlemen:

As you requested, this letter is a follow up to our conversation of February 13, 2004, with respect to the Merit Loan, originated pursuant to a Loan Agreement, dated as of June 13, 2003, and executed by Merit Capital Group, LLC and Trio Industries Management, LLC.

As of January 1, 2004, the Merit Loan had a principal balance of approximately \$740,000, based on the original principal amount, and subsequent contributions from Loan participants. Pursuant to the original executed Loan Agreement, the Merit Loan was due and payable on January 1, 2004, unless additional equity was not raised as of that date, in which case the Loan Agreement provided an extension for the due date to July 1, 2004.

Although we had hoped to complete a substantial equity funding by the January 1 due date, we have not as yet been successful in completing a closing. However, we want to assure you that we have had significant success in identifying and aligning strategic partners which will allow sufficient funding of Trio Industries to discharge the Merit Loan. While we cannot commit those funding sources today, we hope to complete the Merit Loan repayment by April 15, 2004. While there is always the possibility that that date could change, we are hoping that the April 15 date is very realistic.

As we discussed on the phone, we hope there is no inference that Trio Industries does not intend to repay the Merit Loan on or before the July 1 due date. I can assure you that Trio Industries and each of the Guarantors with respect to the Merit Loan are fully aware of the obligations set forth in the documents executed with respect to the Loan, and are committed to discharging those obligations in strict compliance with the terms of those documents.

We invite you and the Loan participants to further discuss the status of funding for Trio Industries at any time prior to the July 1 due date, and hope that this letter will be beneficial in any inquiries you may have from participants.

Very truly yours,

By: 
Robert E. Gyemant